

ELECTRO SCIENTIFIC INDUSTRIES INC

Form POS AM

February 01, 2019

As filed with the Securities and Exchange Commission on February 1, 2019

Registration No. 033-65477

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3

REGISTRATION No. 033-65477

Under

The Securities Act of 1933

ELECTRO SCIENTIFIC INDUSTRIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Oregon

(State or Other Jurisdiction of Incorporation or
Organization)

93-0370304

(IRS Employer Identification No.)

13900 NW Science Park Drive

Portland, Oregon 97229

(503) 641-4141

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Kathleen F. Burke

Secretary

Electro Scientific Industries, Inc.

c/o MKS Instruments, Inc.

2 Tech Drive, Suite 201

Andover, Massachusetts 01810

(978) 645-5500

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to Registration Statement No. 033-65477 on Form S-3 (the “Registration Statement”), originally filed by Electro Scientific Industries, Inc. (the “Company”) with the U.S. Securities and Exchange Commission (the “SEC”) on December 29, 1995, pertaining to the registration of 131,876 shares of the Company’s common stock, without par value.

The Company is filing this Post-Effective Amendment to the Registration Statement to withdraw and remove from registration the unissued securities pursuant to the Registration Statement.

On February 1, 2019, pursuant to the terms of an Agreement and Plan of Merger, dated as of October 29, 2018 (the “Merger Agreement”), by and among the Company, MKS Instruments, Inc. (“Parent”) and EAS Equipment, Inc., a wholly owned subsidiary of Parent (“Merger Sub”), Merger Sub merged with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of Parent, at which time the Company’s equity securities ceased to be publicly traded.

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering, the Company hereby removes from registration any and all securities registered under the Registration Statement that remain unsold as of the date hereof and terminates the effectiveness of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Andover, State of Massachusetts, on February 1, 2019.

ELECTRO SCIENTIFIC
INDUSTRIES, INC.

By: /s/ Seth H. Bagshaw
Seth H. Bagshaw
President and Treasurer
